

LAW OFFICES OF
PIPER & MARBURY

1100 CHARLES CENTER SOUTH
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TELEPHONE 301-539-2530

March 21, 1979

RECORDATION NO. 10202-B Filed 1425

MAR 22 1979 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

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PARTNERS EMERITUS
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J. MARTIN McDONOUGH
GEORGE S. NEWCOMER
JESSE SLINGLUFF

Interstate Commerce Commission,
12th and Constitution Avenue, N.W.,
Washington, D. C. 20423.

Dear Sirs:

ICC Washington, D. C.

Pursuant to the provisions of Section 11303 of the Interstate Commerce Act, as revised and recodified by Public Law 95-473, and the regulations of the Interstate Commerce Commission promulgated thereunder, we are transmitting for filing and recording one original and one copy of an Amendment dated as of March 19, 1979 among Whittaker Corporation (Berwick Forge & Fabricating Division), vendor, National Railway Utilization Corporation, vendee, and The First National Bank of Maryland and Sun Life Insurance Company of America, assignees. This Amendment relates to a Conditional Sale Agreement dated as of March 3, 1979 between Whittaker Corporation (Berwick Forge & Fabricating Division) and National Railway Utilization Corporation, and an Agreement and Assignment of even date therewith, which were filed with the Interstate Commerce Commission on March 13, 1979 and assigned recordation numbers 10202 and 10202-A, respectively. The Amendment should be filed as a subpart of the Conditional Sale Agreement and the Agreement and Assignment and assigned recordation number 10202-B. Identification of the parties and their addresses, and a description of the equipment, is contained in the original transmittal letter, a copy of which is attached hereto.

Please accept for recordation two counterparts of the Amendment, stamp the remaining counterparts with the appropriate recordation number and return them with your fee receipt and letter confirming receipt to my delivering messenger. The necessary filing and recordation fees for these

MAR 22 1979

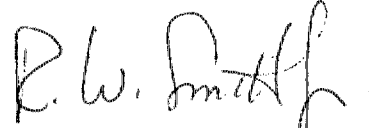
RECEIVED

William B. Bergant
[Signature]

Interstate Commerce Commission,
March 21, 1979,
Page Two.

documents are submitted herewith.

Sincerely,

A handwritten signature in cursive script, appearing to read "R. W. Smith, Jr.", written in dark ink.

R. W. Smith, Jr.

RWSJr/fja
Enclosures

Exhibit A

<u>Type</u>	<u>Builder's Specifications</u>	<u>Quantity</u>	<u>Road Numbers (Both Inclusive)</u>	<u>Price Per Unit</u>	<u>Total Base Price</u>	<u>Original Conditional Sale Indebtedness</u>	<u>Estimated Time and Place of Delivery</u>
70 ton, 50'6" Class XM boxcars	C 78-1016-1 (October 16, 1978)	40	NSL 150550 - 150589	\$38,228	\$1,529,120	\$1,452,670	March 13, 1979 at Renovo, Pennsylvania

Interstate Commerce Commission
Washington, D.C. 20423

3/22/79

OFFICE OF THE SECRETARY

R.W. Smith, Jr.
Piper & Marbury
1100 Charles Center South
36 South Charles Street
Baltimore, Maryland 21201

Dear

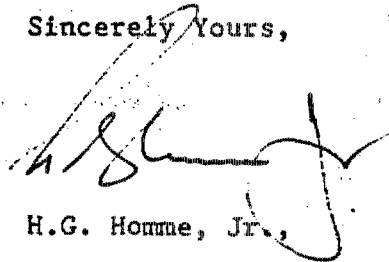
Sir:

The enclosed document(s) was recorded pursuant to the
provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on 3/22/79 at 3:05pm,

and assigned recordation number(s) 10202-B

Sincerely Yours,


H.G. Homme, Jr.,
Secretary

Enclosure(s)

SE-30-T
(2/78)

RECORDATION NO. 10202-B
MAR 22 1979 - 3 07 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT dated as of March 19, 1979 (the "Amendment"), among Whittaker Corporation (Berwick Forge & Fabricating Division) (the "Builder"), National Railway Utilization Corporation (the "Vendee") and the First National Bank of Maryland ("FNB") acting both as principal in its individual capacity and as agent for Sun Life Insurance Company of America ("Sun Life").

WHEREAS, the Builder and the Vendee entered into a Conditional Sale Agreement dated as of March 13, 1979 (the "Agreement") providing for the sale by the Builder of certain railroad boxcars which are described and defined in the Agreement (the "Equipment"); and,

WHEREAS, the Builder and FNB entered into an Agreement and Assignment dated as of March 13, 1979 (the "Assignment") whereby the Builder assigned the Agreement to FNB, both as principal and as agent for Sun Life; and,

WHEREAS, the Agreement and the Assignment were filed with the Interstate Commerce Commission on March 13, 1979 and assigned recordation numbers 10202 and 10202-A, respectively; and

WHEREAS, the description of the Equipment as specified in Exhibit A to the Agreement and incorporated by reference in the Assignment included a designation of road numbers which were partially incorrect; and

WHEREAS, the parties desire to restate the Agreement and the Assignment to reflect the correct road numbers of the Equipment;

NOW, THEREFORE, the parties hereto agree as follows:

The road numbers of the Equipment as specified in Exhibit A to the Agreement (NSL 150550-150589) and incorporated by reference in the Assignment and hereby restated to be as follows: NSL 150575-150614 (both inclusive). In all other respects the Agreement and the Assignment continue to be in full force and effect without change or amendment. The parties expressly agree that the Bill of Sale and the Certificate of Acceptance delivered pursuant to Sections 4(a) and 4(b), respectively, of the Assignment, and all other documents delivered in connection with the Agreement and the Assignment are also hereby amended to reflect the proper road numbers as stated above.

IN WITNESS WHEREOF the parties hereto have executed or caused this instrument to be executed as of the date first above written.

ATTEST:

Patricia A. [Signature]



WHITTAKER CORPORATION
(Berwick Forge & Fabricating Division)

[Signature]
Authorized Signatory

By *Howard E. McKinnon*
Authorized Signatory

NATIONAL RAILWAY UTILIZATION CORPORATION

ATTEST:

By *Charles P. Truitt*
Vice President

William E. Turner
Asst. Secretary
(Corporate Seal)

ATTEST:

David M. Hark

(Corporate Seal)

THE FIRST NATIONAL BANK OF MARYLAND

By *Douglas J. Ober*

Senior Loan Executive
Vice President

ATTEST:

David M. Hark

(Corporate Seal)

THE FIRST NATIONAL BANK OF MARYLAND,
as Agent for Sun Life Insurance Company
of America

By *Douglas J. Ober*

Senior Loan Executive
Vice President

Comm. of Pa.

)
) SS:
)

County of Columbia

I HEREBY CERTIFY, that on this 19th day of March,
1979, before the subscriber, a Notary Public in and for
said City and State personally appeared *Charles J. Gilmore and Howard E. McKinnon*
who, being by me duly sworn, says that they are Authorized
Signatories of WHITTAKER CORPORATION (Berwick Forge & Fabri-
cating Division), that one of the seals affixed to the fore-
going instrument is the corporate seal of said corporation,
that said instrument was signed and sealed on behalf of
said corporation by authority of its Board of Directors,
and they acknowledged that the execution of the foregoing in-
strument was the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and official seal, this 19th day of March, 1979.

Lloyd H. Adams
Notary Public

(Notarial Seal)

LLOYD H. ADAMS, NOTARY PUBLIC
BERWICK BORO, COLUMBIA COUNTY
MY COMMISSION EXPIRES SEPT. 19, 1982
Member, Pennsylvania Association of Notaries

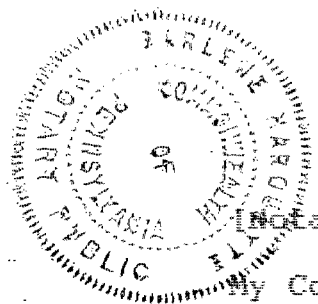
My Commission Expires:

State of Pa.
City of Phila.

SS:

I HEREBY CERTIFY, that on this 20th day of March, before the subscriber, a Notary Public in and for said City and State personally appeared Charles P. Turnbucke, who being by me duly sworn, says that he is a Vice President of National Railway Utilization Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, this 20th day of March, 1979.



Harlene Marquette
Notary Public

[Notarial Seal]

My Commission Expires:

CITY OF BALTIMORE)

SS:

STATE OF MARYLAND)

I HEREBY CERTIFY, that on this 22nd day of March, 1979, before the subscriber, a Notary Public in and for the below described County and State personally appeared DOUGLAS G. OBER Arthur E. Jones, Jr., who, being by me duly sworn, says

VICE PRESIDENT
Loan

that he is a Senior/Executive of The First National Bank of Maryland, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, this 22nd day of March, 1979.

Margaret Schaefer
Notary Public

[Notarial Seal]

My Commission Expires: 7-1-82

STATE OF MARYLAND)

) SS:

CITY OF BALTIMORE)

I HEREBY CERTIFY, that on this 22nd day of March, 1979, before the subscriber, a Notary Public in and for the below described County and State personally appeared

DOUGLAS G. OBER
Arthur E. Jones, Jr., who, being duly sworn, says that he

VICE PRESIDENT
is a Senior Loan Executive of The First National Bank of Maryland, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation acting by authority of its Board of Directors in its capacity as the duly appointed and authorized agent

of Sun Life Insurance Company of America, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, this 22nd day of March, 1979.

Margaret Schreier
Notary Public

[Notarial Seal]

My Commission Expires: 7-1-82

